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T.R.A. DOCKET ROOM

**BellSouth Telecommunications, Inc.**

333 Commerce Street  
Suite 2101  
Nashville, TN 37201-3300

guy.hicks@bellsouth.com

**Guy M. Hicks**  
General Counsel

615 214 6301  
Fax 615 214 7406

September 29, 2003

VIA HAND DELIVERY

Hon. Deborah Taylor Tate  
Chairman  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, Tennessee 37243-0505

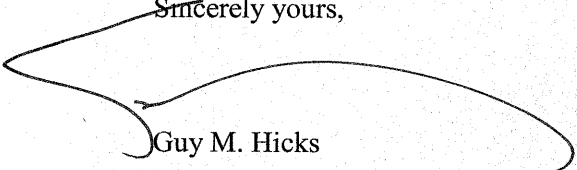
Re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Time Warner Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996.*  
Docket No. 03-00537

Dear Chairman Tate:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Interconnection Agreement dated February 22, 2003. The Amendment changes the name of the company to Time Warner Telecom of the Mid-South LLC and adds Signaling (CCS7) to the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

cc: Tim Davis, Time Warner Telecom  
Carolyn Marek, Time Warner Telecom

BEFORE THE TENNESSEE REGULATORY AUTHORITY  
Nashville, Tennessee

In re: *Approval of the Amendment to the Interconnection Agreement Negotiated by BellSouth Telecommunications, Inc. and Time Warner Telecom Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. \_\_\_\_\_

**PETITION FOR APPROVAL OF THE**  
**AMENDMENT TO THE INTERCONNECTION AGREEMENT**  
**NEGOTIATED BETWEEN BELL SOUTH TELECOMMUNICATIONS, INC.**  
**AND TIME WARNER TELECOM**  
**PURSUANT TO THE TELECOMMUNICATIONS ACT OF 1996**

COME NOW, Time Warner Telecom ("Time Warner") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Interconnection Agreement dated February 22, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Time Warner and BellSouth state the following:

1. Time Warner and BellSouth have successfully negotiated an agreement for interconnection of their networks, the unbundling of specific network elements offered by BellSouth and the resale of BellSouth's telecommunications services to Time Warner. The Interconnection Agreement was approved by the Tennessee Regulatory Authority ("TRA") on May 12, 2003.
2. The parties have recently negotiated an Amendment to the Agreement which changes the name of the company to Time Warner Telecom of the Mid-South LLC and adds Signaling (CCS7) to the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Time Warner and BellSouth are submitting their Amendment to the TRA for its consideration and approval. The Amendment provides that either or both of the parties are authorized to submit this Amendment to the TRA for approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between BellSouth and Time Warner within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Time Warner and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to Section 252(i) of the Act, BellSouth shall make the Agreement available upon the same terms and conditions contained therein.

Time Warner and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 29<sup>th</sup> day of Sept, 2003.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.

By: 

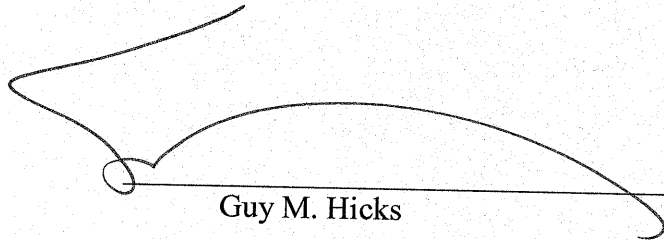
Guy M. Hicks  
333 Commerce Street, Suite 2101  
Nashville, Tennessee 37201-3300  
(615) 214-6301  
Attorney for BellSouth

## CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Interconnection Agreement on the following via United States Mail on the 29<sup>th</sup> day of May, 2003:

Tina Davis  
Vice President and Deputy  
General Counsel  
Time Warner Telecom  
10475 Park Meadow Drive  
Littleton, CO 80124

Carolyn Marek,  
Vice President Regulatory, Southeast  
Time Warner Telecom  
233 Bramerton Court  
Franklin, TN 37069



Guy M. Hicks

**Amendment  
To the  
Interconnection Agreement  
Between  
Time Warner Telecom of the Mid-South, L. P.  
and  
BellSouth Telecommunications, Inc.  
Dated February 22, 2003**

Pursuant to this Amendment, (the "Amendment"), Time Warner Telecom of the Mid-South, L. P. (TWTC), and BellSouth Telecommunications, Inc. ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Interconnection Agreement between the Parties dated February 22, 2003 ("Agreement").

WHEREAS, BellSouth and TWTC entered into the Agreement on February 22, 2003, and;

WHEREAS, TWTC has changed the name of said business to Time Warner Telecom of the Mid-South LLC (TWTC), a limited liability company.

NOW THEREFORE, in consideration of the mutual provisions contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows:

1. The name of Time Warner Telecom of the Mid-South, L. P. in the Interconnection Agreement is hereby deleted throughout the Interconnection Agreement and replaced with Time Warner Telecom of the Mid-South LLC.
2. Attachment 2 of the Interconnection Agreement entered into between TWTC and BellSouth is hereby amended to replace Sections 9.1 and add Sections 9.1.1, 9.1.1.1, 9.1.1.2, 9.1.2, and 9.1.2.1.
  - 9.1 BellSouth shall offer access to signaling and access to BellSouth's signaling databases subject to compatibility testing and at applicable rates. BellSouth may provide mediated access to BellSouth signaling systems and databases. For this section mediated refers to the insertion of hardware and/or software to prevent potential harm to BellSouth's STPs. Available signaling elements include signaling links, signal transfer points and service control points. Signaling functionality will be available with both A-link and B-link connectivity
    - 9.1.1 **Signaling Rates for Long-Distance (Access) Messages**
      - 9.1.1.1 For signaling elements associated with interstate and intrastate long-distance messages, BellSouth shall charge TWTC applicable rates for signaling links, ports

and signaling messages in accordance with BellSouth filed and approved interstate and intrastate tariffs. Charges shall be assessed to both ISUP and TCAP messages, including corresponding network response messages, e.g., messages in both directions, for signaling messages originated by TWTC and terminated to BellSouth.

- 9.1.1.2 TWTC may charge BellSouth applicable rates for signaling links, ports and signaling messages at such time as TWTC obtains federal and state approval for such charges. Until such time as TWTC has applicable tariffs, TWTC may bill BellSouth the applicable BellSouth tariffed signaling rates. Additionally, to the extent that TWTC is not required to file a tariff in a state addressed by this agreement, TWTC may apply a rate that does not exceed BellSouth's tariffed rates for such signaling provided that such rate is posted on TWTC's website in a manner reasonably designed to provide BellSouth access to such rate.

#### 9.1.2 **Signaling Rates for Local Messages**

- 9.1.2.1 For signaling elements associated with local messages, BellSouth and TWTC agree that applicable rates for signaling links, ports and signaling messages shall be on a bill and keep basis.
3. The Parties hereby agree to delete Signaling (CCS7) rates in Exhibit B, Attachment 2 and replace with the Signaling (CCS7) rates in Exhibit 1, attached hereto and incorporated herein by this reference.
  4. This Amendment shall be deemed effective March 1, 2003.
  5. All of the other provisions of the Agreement, dated February 22, 2003, shall remain in full force and effect.
  6. Either or both of the parties is authorized to submit this Amendment to the respective state regulatory authorities for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.



IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective duly authorized representatives on the date indicated below.

**BellSouth Telecommunications, Inc.**

By: Pat C. Finck

Name: Patricia C. Finck

Title: Asst. Director

Date: 8/11/03

**Time Warner Telecom of the Mid-South LLC**

By: Time Warner Telecom Holdings Inc., its sole member

By: Tina Davis  
Name:

Title: Tina Davis  
Vice President and  
Deputy General Counsel

Date: 8/5/03



State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

APPLICATION FOR  
CERTIFICATE OF AUTHORITY

For Office Use Only

RECEIVED  
TENNESSEE  
FILED  
2003 MAR 31 PM 4:5  
RILEY DARNELL  
SECRETARY OF STATE

To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of § 48-246-301 of the Tennessee Limited Liability Company Act, the undersigned hereby applies for a certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the Limited Liability Company is: Time Warner Telecom of the Mid-South LLC

If different, the name under which the certificate of authority is to be obtained is: \_\_\_\_\_

**NOTE: The Secretary of State of the State of Tennessee may not issue a certificate of authority to a foreign Limited Liability Company if its name does not comply with the requirements of § 48-207-101 of the Tennessee Limited Liability Company Act. If obtaining a certificate of authority under an assumed Limited Liability Company name, an application must be filed pursuant to § 48-207-101(d).**

2. The state or country under whose law it is formed is: Delaware

3. The date of its organization is: December 26, 2002 (must be month, day and year)

4. The complete street address (including zip code) of its principal office is:

10475 Park Meadows Drive Littleton, CO 80124  
Street City/State Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee:

530 Gay Street Knoxville, Tennessee Knox 37902  
Street City/State County Zip Code

The name of its registered agent at that office is: C T Corporation System

6. The number of members at the date of filing one

7. If the limited liability company commenced doing business in Tennessee prior to the approval of this application, the date of commencement (month, day and year) N/A

**NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of the Limited Liability Company records in the state or country under whose law it is organized. The certificate shall not bear a date of more than two (2) months prior to the date the application is filed in this state.**

March 21, 2003  
Signature Date

Vice President and Deputy Gen. Counsel of sole member,  
Signer's Capacity

*Time Warner Telecom  
Holdings, Inc.*

Time Warner Telecom of the Mid-South LLC  
Name of Limited Liability Company

*Tina Davis*  
Signature

Tina Davis

Name (typed or printed)

SS-4233 (Rev. 7/00)

RDA 2458

State of Tennessee



Department of State  
Corporate Filings  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, TN 37243

CERTIFICATE OF CANCELLATION  
OF REGISTRATION  
OF  
FOREIGN LIMITED PARTNERSHIP

For Office Use Only

FILED  
TENNESSEE  
2003 MAR 31 PM 12:45

To the Secretary of the State of Tennessee:

RILEY DARNELL  
SECRETARY OF STATE

Pursuant to the provisions of Section 61-2-906 of the Tennessee Revised Uniform Limited Partnership Act, the undersigned general partner executes the following certificate of cancellation of registration:

1. The name of the foreign limited partnership is Time Warner Telecom of the Mid-South, L.P.

If different, the name under which the foreign limited partnership is registered in Tennessee:

2. The state or country under whose law it was organized is: Delaware

3. The foreign limited partnership is not transacting business in the State of Tennessee and surrenders its registration to transact business in this state.

4. Please check the appropriate box:

☒ The foreign limited partnership continues its registered agent and registered office in the State of Tennessee.

☐ The foreign limited partnership hereby revokes the authority of its registered agent to accept service on its behalf and appoints the Secretary of State as its agent for service of process in any proceeding based on a cause of action arising during the time it was registered to transact business in this state. The mailing address (including zip code) to which the Secretary of State may mail a copy of any process served on him is:

Street	City	State/Country	Zip Code
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5. The undersigned foreign limited partnership makes the commitment to notify the Secretary of State in the future of any change in its mailing address.

6. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is:

N/A \_\_\_\_\_ (date), \_\_\_\_\_ (time).

[NOTE: A delayed effective date may not be later than the 90th day after this document is filed by the Secretary of State.]

March 21, 2003

Signature Date

Signature

Vice President and Deputy General Counsel of

Tina Davis

*Tina Davis*

Name (typed or printed)

General Partner of Time Warner Telecom Holdings Inc.  
General Partner of Time Warner Telecom General  
Partnership. General Partner of the Limited  
Partnership.

4475 (Rev. 11/99)

ROA 2135

# Delaware

PAGE 1

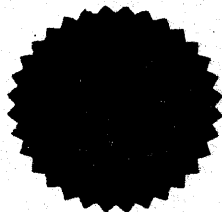
## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TIME WARNER TELECOM OF THE MID-SOUTH LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

2327258 8300

030209288



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2338233

DATE: 03-28-03